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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	x	Chapter 11
	:		
LEHMAN BROTHERS HOLDINGS, INC. et al.,	:		Case No. 08-13555 (JMP)
	:		
Debtors.	:		(Jointly Administered)
	x		

**STIPULATION BETWEEN WINDELS MARX LANE & MITTENDORF, LLP AND
THE FEE COMMITTEE ON THE EIGHTH INTERIM APPLICATION OF WINDELS
MARX LANE & MITTENDORF, LLP, SPECIAL COUNSEL TO THE DEBTORS,
FOR COMPENSATION AND EXPENSES FOR THE PERIOD
OCTOBER 1, 2011 THROUGH MARCH 6, 2012**

**TO: THE HONORABLE JAMES M. PECK
U.S. BANKRUPTCY JUDGE**

WHEREAS, on May 21, 2012, Windels Marx Lane & Mittendorf, LLP ("Windels Marx") filed the *Application of Windels Marx Lane & Mittendorf, LLP, for an Interim Award of Compensation and Reimbursement of Expenses for the Period October 1, 2011 through March 6, 2012* (the "Eighth Fee Application") [Docket No. 27996] seeking interim compensation of \$231,864.50 for professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$19,922.12;

WHEREAS, Windels Marx has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “**Fee Committee**”) has reviewed the Eighth Fee Application, issued a Confidential Letter Report on July 26, 2012, and entered into a dialogue with Windels Marx regarding the application;

WHEREAS, as a result of that dialogue, Windels Marx has agreed to accept the Fee Committee’s proposed disallowance of fees in the amount of \$4,608.00, and \$1,183.41 from its out-of-pocket expense reimbursement request; and

WHEREAS, notwithstanding this Stipulation, the Eighth Fee Application remains subject to notice, an opportunity for a hearing, and Court approval under Rule 2016 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 330, 331.

STIPULATION

NOW, THEREFORE, the Fee Committee and Windels Marx hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Windels Marx’s request for interim compensation and reimbursement of expenses in the reduced amount of \$227,256.50 in fees and \$18,738.71 in expenses.

[Signature page follows]

Dated: Madison, Wisconsin
August 30, 2012.

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler
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Attorneys for the Fee Committee

Dated: New York, New York
August 30, 2012.

WINDELS MARX LANE & MITTENDORF, LLP

By: /s/ Robert Rossi
Robert Rossi
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Special Counsel for the Debtors

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Dated: Madison, Wisconsin
August 30 2012.

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Dated: New York, New York
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